

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:	: Chapter 11
	: :
GIBSON BRANDS, INC., <i>et al.</i> ,	: Case No. 18-11025 (CSS)
	: :
Debtors. <sup>1</sup>	: Jointly Administered
	: :
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**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING  
STIPULATION REGARDING DEFINITION OF “PROFIT INTERESTS”**

I, Marcy J. McLaughlin, co-counsel to the above-captioned debtors and debtors in possession (the “Debtors”), hereby certify as follows regarding the proposed form of *Order Approving Stipulation Regarding Definition of “Profit Interests”*, attached hereto as **Exhibit A** (the “Proposed Order”):

1. On June 20, 2018, the Debtors filed the *Debtors' Joint Chapter 11 Plan of Reorganization* [Docket No. 301], which was subsequently amended by the filing of the *Debtors' First Amended Joint Plan of Reorganization* [Docket No. 424], the *Debtors' Second Amended Joint Plan of Reorganization* [Docket No. 482], the *Debtors' Third Amended Joint Plan of Reorganization* [Docket No. 516], the *Debtors' Fourth Amended Joint Plan of Reorganization* [Docket No. 726], and, as filed on October 1, 2018, the *Debtors' Fifth Amended Joint Plan of Reorganization* [Docket No. 842] (the "Fifth Amended Plan," and as the Fifth Amended Plan may be altered, amended, modified or otherwise supplemented from time to

1 The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Gibson Brands, Inc. (4520); Cakewalk, Inc. (2455); Consolidated Musical Instruments, LLC (4695); Gibson Café & Gallery, LLC (0434); Gibson International Sales LLC (1754); Gibson Pro Audio Corp. (3042), Neat Audio Acquisition Corp. (3784); Gibson Innovations USA, Inc. (4620); Gibson Holdings, Inc. (8455); Baldwin Piano, Inc. (0371); Wurlitzer Corp. (0031); and Gibson Europe B.V. (Foreign). The Debtors' corporate headquarters is located at 309 Plus Park Blvd., Nashville, TN 37217.

time, the “Plan”).<sup>2</sup>

2. On October 4, 2018, the Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming the Debtors’ Fifth Amended Joint Chapter 11 Plan of Reorganization* [Docket No. 872] (the “Confirmation Order”).

3. The Plan as confirmed by the Confirmation Order provides that certain parties are to receive Profits Interests in TEAC Shares. Article I.B.166 and Article V.Y of the Plan set forth the terms of how Profits Interests are calculated and treated under the Plan.

4. On October 1, 2018, the TEAC Corporation effectuated a 10:1 reverse stock split. To maintain the economics of the Plan as approved in the Confirmation Order and clarify the effect of reverse stock splits on the Profits Interests, pursuant to Article XIII.D of the Plan, the Debtors, the Ad Hoc Committee of Secured Notes, GSO, Philips, the Supporting Principals and the Committee (the “Parties”) agreed to stipulate to amend the Plan.

5. The Parties’ agreement is memorialized in the executed *Stipulation Regarding Definition of “Profit Interests”* (the “Stipulation”) attached to the Proposed Order as Exhibit 1.

6. The Stipulation has also been circulated to counsel to the Office of the United States Trustee for review, and such counsel has advised that it has no objection thereto.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order attached hereto as **Exhibit A** at the Court’s earliest convenience.

*(Signature page follows)*

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Plan.

Dated: October 16, 2018  
Wilmington, Delaware

Respectfully submitted,

PEPPER HAMILTON LLP

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